

“Exhibit K-3”

STATEMENT OF ACCOUNT

RAY QUINNEY & NEBEKER

A PROFESSIONAL CORPORATION

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Debtor USA Commercial Mortgage Co., et al.
Thomas J. Allison 4484 South Pecos Road
Las Vegas, NV 89121

January 19, 2007
Invoice No. 357348

For Legal Services Rendered Through December 31, 2006

Matter No. 34585-00003

Asset Disposition

12/01/06 K Glade	.30 Review proposed escrow letter for Silver Point closing (0.3).
12/01/06 K Glade	2.30 Telephone calls with First American representative regarding forms of assignment endorsements (0.3); review proposed forms of endorsements with related e-mails (0.8); telephone call with D. Cica and C. Pajak regarding forms of assignment endorsements and other Silver Point closing issues and related e-mails (1.2).
12/01/06 A Jarvis	.50 Conference call with B. Fasel, T. Allison, J. Reed and S. C. Strong regarding Silver Point position, bidder issues.
12/01/06 A Jarvis	.10 Telephone calls to F. Merola and E. Karasik regarding qualification process.
12/01/06 A Jarvis	.20 Correspondence on bidding issues.
12/01/06 A Jarvis	.30 Telephone conference with T. Allison regarding auction, bids, Diversified issues.
12/01/06 A Jarvis	.90 Telephone conferences and correspondence with J. McCarroll and D. Cooney regarding bid qualification process.

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12/01/06 A Jarvis	.30 Correspondence with bidder regarding qualification issues.
12/01/06 A Jarvis	.50 Telephone conference with T. Allison regarding bidder qualification issues, auction process.
12/01/06 A Jarvis	.30 Review bid procedures issues, response to be filed to Silver Point motion.
12/01/06 A Jarvis	1.90 Correspondence on positions of Silver Point and negotiations with bidders.
12/01/06 A Jarvis	.20 Correspondence on follow up requests from bidders.
12/01/06 B Kotter	3.60 Draft Response to Silver Point's emergency motion (3.6).
12/01/06 D Monson	1.80 Review Asset Purchase Agreement provisions for Gramercy loan and endorsement issues (0.3); conference call with C. Pajak, D. Cica, S. Tingey, K. Glade and E. Toscano on closing conditions and endorsement issues (0.9); review Direct Lender Supplement and Schedule of Servicing Fees(0.4); review draft letter on Asset Purchase Agreement issues (0.2).
12/01/06 S Strong	.70 Review and analysis of Silver Point motion to compel disclosure of preliminary competing bids (0.7).
12/01/06 S Strong	.50 Telephone conference with J. Reed regarding follow-up needed on competing bids received (0.3); review and revise draft letter to competing bidder regarding same (0.2).
12/01/06 S Strong	1.00 Further analysis of SPs motion to compel disclosure of bid information (0.5); review and edit draft of objection (0.5).
12/01/06 S Strong	.30 Confer with A. W. Jarvis regarding her discussions this evening with Silver Point regarding bid issues (0.2); exchange emails with A. W. Jarvis regarding same (0.1).

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12/01/06 S Tingey	2.10 Conference call with D. Cica, C. Pajek, D. G. Glade, D. M. Monson and E. J. Toscano regarding APA closing issues (0.8); draft letter to D. Karides regarding closing issue compliance (1.3).
12/01/06 S Tingey	.60 Review, revise assignment of trust deeds and allonges (0.6).
12/01/06 A Hansen	2.50 Draft Assignments of Trust Deeds and Allonge to Note.
12/02/06 A Jarvis	.40 Analyze qualification process, conversations with bidders.
12/02/06 A Jarvis	.30 Telephone conference with S. C. Strong regarding qualification process, response to Silver Point.
12/02/06 A Jarvis	.30 Telephone conference with bidder's counsel regarding qualification process, issues raised.
12/02/06 A Jarvis	.40 Telephone conference with B. Fasel regarding conversations with bidders, qualification issues.
12/02/06 A Jarvis	.90 Draft memo to committees regarding communications with bidders.
12/02/06 A Jarvis	.30 Correspondence with client regarding communications with Silver Point.
12/02/06 A Jarvis	.20 Correspondence with bidder.
12/02/06 A Jarvis	1.50 Review submissions from competing bidders, correspondence regarding same.
12/03/06 A Jarvis	.30 Correspondence regarding bid procedures.
12/03/06 A Jarvis	.30 Telephone conference with T. Allison regarding qualification process, communications with bidders.
12/03/06 A Jarvis	.30 Correspondence with client regarding communications with Silver Point.

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12/03/06 A Jarvis	.30 Telephone conference with B. Fasel regarding discussions with Silver Point, competing bidders, qualification process.
12/03/06 A Jarvis	.20 Follow up telephone conference with B. Fasel regarding qualification process.
12/03/06 A Jarvis	.40 Correspondence regarding meeting with committees on qualification process.
12/03/06 A Jarvis	3.90 Review APAs and prepare comments and questions regarding same.
12/03/06 A Jarvis	.30 Telephone conference with R. Charles regarding qualification process, APA review.
12/03/06 A Jarvis	.40 Review qualification process, response to Silver Point motion.
12/03/06 A Jarvis	2.30 Draft memo to client regarding issues raised in qualification process, review and suggested changes in proposed APA, open questions on bids.
12/03/06 A Jarvis	.50 Correspondence with Silver Point regarding qualification process, motion.
12/03/06 A Jarvis	.60 Review and revise response to Silver Point motion.
12/03/06 B Kotter	1.70 Read e-mail from A. W. Jarvis regarding competing bids and bid procedures (.4); read and respond to e-mail from S. C. Strong regarding research on standing of potential bidders (1.3).
12/03/06 S Strong	1.00 Analysis of competing bids received (0.4); telephone conference with A. W. Jarvis regarding issues raised by competing bids (0.6).
12/03/06 S Strong	1.30 Revise debtors objection to Silver Points emergency motion regarding competing bids (1.2); transmit same to debtors team for review (0.1).

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12/04/06 K Glade	2.90 E-mails and telephone calls with title companies requesting updates for assignment endorsements for Silver Point closing (1.9); e-mails regarding servicing fee schedule for Silver Point closing (0.3); e-mails with D. Cica regarding title policy endorsements for Silver Point closing (0.3); review title company commitments (0.4).
12/04/06 A Jarvis	.50 Telephone conference with B. Fasel regarding bidder qualification issues, status of same.
12/04/06 A Jarvis	1.00 Telephone conference with bidder regarding qualification process, issues.
12/04/06 A Jarvis	1.00 Correspondence regarding APA issues in bidder qualification process.
12/04/06 A Jarvis	1.00 Conference call with Committees regarding bidder qualification process, confirmation brief, preparation for confirmation hearing.
12/04/06 A Jarvis	.50 Telephone conference with J. Reed, T. Allison, S. Smith regarding questions raised by bidder, valuation issues.
12/04/06 A Jarvis	1.10 Telephone conference with T. Allison and bidder regarding bidder qualification issues, follow up with Committee call.
12/04/06 A Jarvis	.30 Correspondence on response to Silver Point motion.
12/04/06 A Jarvis	.20 Draft e-mail to Silver Point regarding status of qualification process, expected timing on completion of qualification process.
12/04/06 A Jarvis	.90 Draft report to committees on status of discussions with bidder and qualifying process.
12/04/06 B Kotter	.80 Further revisions to Debtors' response to Silver Point's emergency motion (.6); e-mail to local counsel for filing (.2).
12/04/06 D Monson	.20 Review Borrower Estoppel Notices from John King on Margarita Annex and Oak Shores Loans.

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12/04/06 D Monson	1.70 Review and revise letter to Constantine Karides on escrow requirements for Asset Purchase Agreement (0.7); e-mails to D. Cica and C. Pajak on escrow requirements letter to C. Karides (0.2); review e-mails from D. Cica on letter to C. Karides and endorsement issues (0.3); further revisions to C. Karides letter (0.3); review escrow requirements for closing (0.1); forward letter to C. Karides on Asset Purchase Agreement requirements (0.1).
12/04/06 S Strong	.70 Revise and finalize objection to Silver Point's motion and send to local counsel for filing (0.7).
12/04/06 S Strong	.20 Confer with S. T. Waterman regarding competing bids and issues for upcoming auction hearing (.2).
12/04/06 S Strong	.60 Telephone conference with A. W. Jarvis regarding competing bid issues and APA provisions (0.1); review APA of competing bidder (0.4); email to competing bidders counsel regarding same (0.1).
12/04/06 S Strong	.30 Telephone conference with S. Smith regarding LSA schedule (0.2); review filing under seal regarding same (0.1).
12/04/06 S Strong	.30 Review SP papers and court order regarding emergency hearing set on SPs motion regarding competing bids (0.2); exchange emails with L. Schwartzer regarding coverage for hearing (0.1).
12/04/06 S Strong	.70 Telephone conference with A. W. Jarvis regarding revised APA of competing bidder (0.3); review revised APA and prepare email to A. W. Jarvis with revised pages from APA (0.4).
12/04/06 S Tingey	1.40 Conference with D. M. Monson regarding communication with Silverpoint (0.2); revise letter to C. Karides (0.2); review allonge and assignment (0.8); email to J. Reed regarding allonge and assignment (0.2).

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12/05/06 K Glade	.30 Review summary of response to Borrower Estoppel Notices and related e-mails (0.3).
12/05/06 K Glade	2.20 Review conditions under Silver Point APA for auction (0.3); review regarding assignment endorsement on Gramercy with review of possible endorsement forms and telephone call with Commonwealth underwriter regarding issuance of assignment endorsement on Gramercy (0.7); subsequent telephone call with Commonwealth underwriter (0.3); facilitate ordering title updates (0.9).
12/05/06 A Jarvis	.30 Correspondence on bids, qualification issues.
12/05/06 A Jarvis	.20 Telephone conference with B. Fasel regarding updates on conversations with bidders.
12/05/06 A Jarvis	.30 Telephone conference with B. Fasel regarding bidder qualifications, financial issues.
12/05/06 A Jarvis	.10 Telephone conference with S. T. Waterman regarding bid procedures.
12/05/06 A Jarvis	.90 Conference call with T. Allison and B. Fasel regarding bidder qualification process, conclusions.
12/05/06 A Jarvis	.90 Review additional documents from bidders and comment regarding same.
12/05/06 A Jarvis	.40 Draft memo to committees regarding bidder qualification recommendations.
12/05/06 A Jarvis	.30 Correspondence on borrower estoppel certificates.
12/05/06 A Jarvis	.40 Correspondence with client on bidder qualification issues.
12/05/06 A Jarvis	.60 Conference call with bidder regarding qualification issues.
12/05/06 A Jarvis	.10 Correspondence regarding allocation of liquidated damages.
12/05/06 A Jarvis	.10 Correspondence on servicing issues.

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12/05/06 A Jarvis	.30 Telephone conference with bidder's attorneys regarding clarifications needed in APA.
12/05/06 A Jarvis	.90 Draft memo to bidder's counsel regarding clarification issues with APA.
12/05/06 A Jarvis	.40 Correspondence with UCC and with bidder regarding UCC issues needing clarification.
12/05/06 A Jarvis	.30 Telephone conference with bidder attorney regarding clarification issues needed by debtor and committees.
12/05/06 A Jarvis	.50 Correspondence with bidder attorney regarding clarification of issues in APA.
12/05/06 A Jarvis	.30 Correspondence with client regarding qualification issues raised by committees regarding bidder.
12/05/06 A Jarvis	.30 Correspondence with client regarding qualification issues regarding valuation.
12/05/06 A Jarvis	.80 Conference call with client, UCC and bidder regarding qualification issues.
12/05/06 A Jarvis	.40 Further correspondence with bidder and committees regarding clarification issues, qualification issues.
12/05/06 A Jarvis	.30 Conference call with clients regarding qualified bidders.
12/05/06 A Jarvis	.30 Draft memo to Committees regarding qualified bidder.
12/05/06 A Jarvis	.50 Correspondence regarding issues raised in final version of APA with bidder.
12/05/06 A Jarvis	.80 Telephone conference with S. C. Strong and S. T. Waterman regarding auction, bid procedures, qualification process.
12/05/06 A Jarvis	.30 Telephone conference with J. Reed regarding new development with additional bidder.

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12/05/06 A Jarvis	1.30 Telephone conference with S. C. Strong and S. T. Waterman regarding competing bid, auction, asset issues, valuation issues.
12/05/06 A Jarvis	.40 Telephone conference with S. T. Waterman regarding new development with bidder.
12/05/06 A Jarvis	.40 Correspondence with client regarding new developments with bidder.
12/05/06 A Jarvis	.50 Correspondence with client and with bidder regarding additional clarifications needed in APA.
12/05/06 D Monson	.30 E-mail to M. Haftl and J. Reed on John King responses to Borrower Estoppel Notices (0.2); review e-mails from AWJ and J. Reed on responses to Borrower Estoppel Notices (0.1).
12/05/06 S Strong	.30 Review email from A. W. Jarvis regarding competing bid of Compass (0.1); email to Committees regarding same (0.1); review emails from A. W. Jarvis and F. Merola regarding bidder qualification process (0.1).
12/05/06 S Strong	.10 Exchange emails with A. W. Jarvis regarding analysis of LSA transfer issues (.1).
12/05/06 S Strong	.20 Telephone conference with R. Charles regarding bidder qualifications (0.1); follow-up on same (0.1).
12/05/06 S Strong	.50 Participate in follow-up conference call with debtors and committees professionals regarding bidder qualifications for upcoming Auction (.5).
12/05/06 S Strong	3.50 Analyze various issues concerning APA, bidding process, lead bidder and competing bids, bid qualification process, and upcoming Auction (3.5).
12/05/06 S Strong	.20 Telephone conference with L. Schwartzer and S. T. Waterman regarding preparations for Auction hearing (.2).

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12/05/06 S Strong	.80 Review bids from two competing bidders (0.6); emails to SP team regarding same (0.2).
12/05/06 S Strong	.20 Emails to L. Schwartz regarding filing of competing bid of Compass (.2).
12/05/06 S Strong	.40 Analysis of transition issues upon closing of sale transaction (0.4).
12/05/06 S Strong	.40 Review revisions to Compass APA (.4).
12/05/06 S Strong	.10 Telephone conference with C. Pajak regarding qualified bidder process (.1).
12/05/06 S Strong	.20 Exchange emails with A. W. Jarvis regarding competing bid of Consolidated Mortgage (.2).
12/05/06 S Tingey	.20 Review APA closing issues (0.2).
12/05/06 S Waterman	1.40 Prepare for auction hearing.
12/05/06 S Waterman	.80 Telephone conference with committee regarding qualifying bidders.
12/05/06 S Waterman	.60 Telephone conference with committee regarding bidder.
12/05/06 S Waterman	.80 Telephone conference with A. Jarvis and S. Strong regarding qualified bids.
12/05/06 S Waterman	1.30 Telephone conference with A. W. Jarvis and S. C. Strong regarding auction issues.
12/05/06 S Waterman	.70 Analysis regarding auction hearing.
12/05/06 S Waterman	.50 Telephone conference with A. W. Jarvis regarding qualifying third bidder.
12/05/06 G Winger	1.90 Review Compass Partners Asset Purchase Agreement.
12/06/06 K Glade	.50 Review updated title reports for Silver Point closing (0.5).
12/06/06 K Glade	.40 Review title endorsements (0.4).

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12/06/06 A Jarvis	.70 Correspondence with Committees and Mesirow regarding new developments regarding qualification issues on Consolidated and potential reconsideration of same.
12/06/06 A Jarvis	.20 Correspondence regarding challenge to qualification procedures by Silver Point.
12/06/06 A Jarvis	.80 Draft correspondence to Compass regarding objections of committees to qualification of Compass and proposed resolution of same.
12/06/06 A Jarvis	.20 Correspondence with Diversified Committee regarding loans excluded from Silver Point APA.
12/06/06 A Jarvis	.30 Correspondence with Committees on negotiations with Compass.
12/06/06 A Jarvis	.20 Telephone conference with J. Reed regarding Consolidated assurances regarding connections, issues respecting possible qualification.
12/06/06 A Jarvis	.80 Draft report to Committees on status of negotiations with Compass and Consolidated and memo outlining remaining objections Committees had to Compass APA.
12/06/06 A Jarvis	.10 Correspondence with UCC regarding additional negotiating points with Compass.
12/06/06 A Jarvis	.30 Telephone conference with B. Fasel regarding negotiations with Silver Point, Compass APA.
12/06/06 A Jarvis	.50 Correspondence with Committees regarding comments on open issues with Compass.
12/06/06 A Jarvis	.50 Correspondence with Compass on negotiations for additional changes in APA, bid.
12/06/06 A Jarvis	.10 Correspondence on schedules with Silver Point.
12/06/06 A Jarvis	.80 Draft memo to Compass regarding additional changes needed to respond to potential Committee objections to qualification.

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12/06/06 A Jarvis	.30 Correspondence with Compass regarding negotiations on APA.
12/06/06 A Jarvis	.30 Telephone conference with Compass regarding negotiations on APA.
12/06/06 A Jarvis	.10 Correspondence regarding schedules needed by Compass in negotiations.
12/06/06 A Jarvis	.30 Correspondence with Committees regarding additional issues to negotiate with Compass.
12/06/06 A Jarvis	.30 Correspondence with B. Fasel regarding negotiations with Compass.
12/06/06 A Jarvis	.90 Telephone calls with B. Fasel regarding negotiations with bidders, status of negotiations.
12/06/06 A Jarvis	.20 Correspondence with Committees on Silver Point negotiations.
12/06/06 A Jarvis	.30 Further correspondence with Compass regarding negotiations on changes to APA.
12/06/06 A Jarvis	.70 Telephone conferences with T. Allison and B. Fasel regarding negotiations with bidders, auction issues, meeting with committees.
12/06/06 A Jarvis	.20 Further correspondence with Compass on negotiations for changes in APA.
12/06/06 A Jarvis	.20 Review of new concerns by Direct Lender Committee regarding Compass bid.
12/06/06 A Jarvis	.20 Correspondence regarding negotiations with Silver Point.
12/06/06 A Jarvis	.30 Further correspondence with Compass regarding negotiations on changes to APA.
12/06/06 A Jarvis	.20 Correspondence on concerns of Direct Lenders Committee with Compass bid.
12/06/06 A Jarvis	.30 Further correspondence with Committees regarding negotiations on changes to APA.

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12/06/06 A Jarvis	.40 Draft e-mail to Compass regarding consensus with Committees on changes to APA to support as qualified bid.
12/06/06 A Jarvis	.20 Correspondence on Consolidated bid/request for qualification.
12/06/06 A Jarvis	.30 Correspondence with client regarding Consolidated motion.
12/06/06 A Jarvis	2.30 Attendance by telephone on pre-auction meeting with Committees and conference with clients regarding same.
12/06/06 A Jarvis	.10 Correspondence with Silver Point.
12/06/06 A Jarvis	.30 Correspondence with Compass regarding resolution of committee objections to qualification.
12/06/06 A Jarvis	.60 Draft memo to Silver Point regarding expected changes to Compass APA.
12/06/06 A Jarvis	.40 Telephone conference with J. McCarroll regarding expected changes to Compass agreement, issues relating to the auction, negotiations regarding same, Consolidated motion.
12/06/06 A Jarvis	.50 Telephone conferences with B. Fasel regarding negotiations with bidders.
12/06/06 A Jarvis	.50 Draft memo to Compass regarding changes to APA required to satisfy concerns of Debtors and Committees.
12/06/06 A Jarvis	.60 Further calls with B. Fasel regarding negotiations with bidders, committees regarding qualification issues, improvement to bids.
12/06/06 A Jarvis	.30 Telephone conference with George Davis regarding agreement to make changes to APA, negotiations on conditions to changes.
12/06/06 A Jarvis	.30 Telephone conference with S. T. Waterman and S. C. Strong regarding negotiations with Silver Point and Compass.

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12/06/06 A Jarvis	.10 Correspondence with Direct Lender Committee regarding confirmation of resolution of issues with Compass bid.
12/06/06 A Jarvis	.40 Correspondence and drafting of notice of filing of revised Compass APA.
12/06/06 A Jarvis	.40 Correspondence with Compass regarding form of notice of filing, issues remaining prior to willingness to finalize and sign revised APA.
12/06/06 A Jarvis	.10 Draft e-mail to Compass regarding Consolidated motion.
12/06/06 D Monson	1.70 Phone calls to Jean Hicks at Partners Title Company on Endorsement to Gramercy Title Policy (0.3); review Gramercy Title Policy file and analysis of endorsement issues (0.5); e-mail to Jean Hills on Endorsement to Gramercy Title Policy (0.8); review Gramercy Loan Endorsement issues (0.1).
12/06/06 D Monson	.10 Review Amesbury/Hatters Point endorsement issues.
12/06/06 D Monson	.10 Review Notice to Bidders from Debt Acquisition Company of America.
12/06/06 S Strong	.40 Exchange emails with B. Fasel regarding qualified bid process (0.2); review email from L. Schwartzer regarding this mornings hearing on Silver Point motion (0.1); emails to A. W. Jarvis and S. T. Waterman regarding same (0.1).
12/06/06 S Strong	.20 Telephone conferences with S. T. Waterman regarding upcoming bidder qualifications hearing (.2).
12/06/06 S Strong	1.00 Confer with J. Reed, B. Fasel, and S. T. Waterman regarding bidder qualification and auction issues (1.).
12/06/06 S Strong	.20 Telephone conference with A. W. Jarvis, T. Allison and S. T. Waterman regarding bidder qualification and auction issues (.2).

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12/06/06 S Strong	.50 Discuss and analyze bidder and auction issues with S. T. Waterman en route to meeting with committees professionals regarding same (.5).
12/06/06 S Strong	.40 Participate in telephone conference with T. Allison, S. Smith, A. W. Jarvis and S. T. Waterman regarding bidder qualifications, tomorrows hearing regarding same, and tomorrows auction (.4).
12/06/06 S Strong	1.20 Meet with S. T. Waterman to discuss strategies and issues for tomorrows hearing and auction (0.9); telephone conference with A. W. Jarvis and S. T. Waterman regarding same (0.3).
12/06/06 S Strong	.70 Review regarding Compass revised APA and emergency motion filed by Desert Capital (0.4); review Desert Capitals emergency motion (0.3).
12/06/06 S Waterman	1.10 Review bid procedures.
12/06/06 S Waterman	1.80 Meeting with T. Allison and staff regarding preparation for auction and meeting with committees.
12/06/06 S Waterman	1.70 Review materials for hearing on auction and asset purchase agreements.
12/06/06 S Waterman	1.60 Analysis regarding bidding strategies.
12/07/06 K Glade	3.30 Prepare for and attend meeting with D. Monson, S. Tingey and E. Toscano to discuss title endorsement issues on FTDF portfolio in anticipation of Silver Point closing (1.8); subsequent conferences with D. Monson regarding auction results (0.4); review updated title commitments (0.7).
12/07/06 A Jarvis	1.50 Correspondence with Committees, clients, and Compass regarding negotiating additional changes to the Compass APA, negotiating with Committee for support of bid as revised and to resolve Committee potential objections to bid.

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12/07/06 A Jarvis	.40 Telephone conference with S. T. Waterman regarding preparation for hearing, negotiations with Compass and Committees, auction.
12/07/06 A Jarvis	2.60 Attend morning hearing by telephone.
12/07/06 A Jarvis	1.00 Negotiations with Consolidated on bid preparation, re-negotiation of APA.
12/07/06 A Jarvis	4.60 Attend auction by telephone and numerous telephone conversations with client regarding same.
12/07/06 A Jarvis	.90 Correspondence on Epic/Tree Moss.
12/07/06 D Monson	.20 E-mail to M. Haftl and J. Reed on response to Borrower Estoppel Certificate on West Hills (Huntsville) Loan.
12/07/06 D Monson	1.00 Review requests for endorsements for closing, and review spreadsheet of title contacts, and discuss status of Castaic II Loan and Palm Harbor One Loan.
12/07/06 S Strong	1.50 Prepare APA revisions and related documents for todays hearing and auction (1.5).
12/07/06 S Strong	2.60 Attend and assist debtors professionals at hearing on bidder qualifications and related issues (2.6).
12/07/06 S Strong	1.90 Analyze bidder issues and revised APAs of three bidders and to discuss related issues for auction (1.9).
12/07/06 S Strong	4.30 Attend and assist debtors professionals at auction for FTDF and USACM assets (4.3).
12/07/06 S Strong	.90 Analysis of auction results and implications for debtors (0.9).
12/07/06 S Tingey	1.10 Meeting with D. M. Monson, K. G. Glade and E. J. Toscano regarding APA issues and title endorsements.
12/07/06 S Waterman	1.10 Prepare for auction and asset purchase agreement revisions.

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12/07/06 S Waterman	2.60 Attend hearing on asset purchase agreement.
12/07/06 S Waterman	2.00 Meeting with Mesirow regarding revised asset purchase agreement and bidding options.
12/07/06 S Waterman	4.30 Attend hearing on bidding/auction.
12/07/06 S Waterman	.80 Telephone conference with A. Jarvis and Mesirow regarding auction.
12/07/06 S Waterman	.80 Emails regarding auction conclusion.
12/08/06 K Glade	.90 Review updated draft of Compass APA to determine conditions to closing (0.7); draft e-mail regarding title commitments (0.2).
12/08/06 A Jarvis	.60 Correspondence on APA with Compass, negotiations regarding same.
12/08/06 A Jarvis	.50 Correspondence on preparation of schedules.
12/08/06 A Jarvis	.30 Follow-up on revising schedules, issues with changes in APA.
12/08/06 A Jarvis	.30 Research regarding auction, negotiation of changes in APA.
12/08/06 A Jarvis	.10 Correspondence on deposit for Compass.
12/08/06 A Jarvis	.40 Correspondence with Compass on draft of APA.
12/08/06 A Jarvis	.40 Correspondence with Mesirow regarding preparation of schedules.
12/08/06 B Kotter	.60 Follow-up on issues arising from auction related to APA provisions.
12/08/06 D Monson	4.10 Review e-mails on results of bankruptcy auction and Compass requirements for closing of sale transaction (0.3); evaluate auction results and plans for Compass closing (0.3); review Compass Asset Purchase Agreement Revisions (2.6); conference call with R. Koe, T. Allison, M. Olson, M. Haftl, A. Stevens and S. Strong on Compass closing issues (0.8); review e-mail from C. Pajak on final Compass Asset Purchase Agreement (0.1).

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12/08/06 D Monson	.20 Review and respond to Cloudbreak title endorsement inquiry.
12/08/06 D Monson	.20 E-mail to Dean Kirchen on Castaic Partners II title endorsement issues.
12/08/06 D Monson	.10 Review Direct Lenders letters for 6425 Gess and HFA Asylum Loans.
12/08/06 S Strong	1.60 Review and analysis of near-final drafts of Compass APA (1.3); telephone conference with T. Allison, M. Haftl and D. M. Monson regarding issues under Compass APA (0.3).
12/08/06 S Strong	1.10 Work on schedules to Compass APA (0.3); telephone conference with J. Reed regarding same (0.1); email to Mesirow team regarding same (0.2); compare versions of Compass APA (0.3); email to Mesirow team regarding same (0.2).
12/08/06 S Tingey	.90 Review Compass APA regarding pre-closing obligations and responsibilities (0.9).
12/08/06 S Tingey	.40 Telephone conference with James Reed regarding assignment and purchase issues (0.2); evaluate same (0.2).
12/08/06 S Waterman	1.40 Follow up issues from hearing regarding asset purchase agreement and auction.
12/11/06 K Glade	.10 Work on additional workout efforts in light of Compass APA (0.1).
12/11/06 A Jarvis	1.00 Conference call with Mesirow and RQN team regarding objections to claims, completion of APA with Compass.
12/11/06 A Jarvis	.60 Correspondence with client regarding open issues on APA, schedules.
12/11/06 A Jarvis	.50 Correspondence with Committees and with Compass regarding open issues on APA.
12/11/06 A Jarvis	.50 Conference call with client regarding open issues on APA, schedules requested.
12/11/06 A Jarvis	.30 Draft e-mail to Compass regarding APA.

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12/11/06 A Jarvis	.30 Correspondence on finalizing APA, schedules, bill of sale.
12/11/06 A Jarvis	1.40 Correspondence with client on schedules, clarification of APA.
12/11/06 A Jarvis	1.00 Review schedules, changes to APA and compare with issues raised by client.
12/11/06 A Jarvis	.30 Correspondence with Compass regarding completion of APA, schedules.
12/11/06 A Jarvis	.50 Review bill of sale and comment on same.
12/11/06 D Monson	.30 Analyze Compass Asset Purchase Agreement and closing issues.
12/11/06 D Monson	.90 Discuss Compass closing issues and endorsement issues with S. Tingey and K. Glade (0.2); phone conference with S. Strong, T. Allison, R. Koe, J. Reed, S. Smith, A. Jarvis, S. Waterman and J. Atkinson on Compass Asset Purchase Agreement and closing issues (0.7).
12/11/06 S Strong	1.50 Participate in conference call with A. W. Jarvis, D. M. Monson and Mesirow team regarding draft of revised APA from Compass and loan servicing questions and issues arising thereunder (1.0); analysis of issues raised by revised APA (0.5).
12/11/06 S Strong	.30 Work on obtaining bill of sale for APA.
12/11/06 S Waterman	.80 Work on finalizing asset purchase agreement and events of hearings.
12/12/06 K Glade	.30 E-mail regarding title update on Mountain House (0.3).
12/12/06 A Jarvis	.50 Correspondence with Compass and client on bill of sale.
12/12/06 A Jarvis	.10 Correspondence with UCC on schedules to APA.
12/12/06 A Jarvis	.50 Correspondence with Compass and client on schedules, confidentiality issues.

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12/12/06 A Jarvis	.50 Correspondence with client regarding issues on APA.
12/12/06 A Jarvis	.30 Telephone conference with B. Fasel regarding completion of schedules, open issues in APA.
12/12/06 A Jarvis	.50 Correspondence with client and Compass regarding schedules, completion of APA, confirmation order.
12/12/06 A Jarvis	.30 Further correspondence with client on APA issues, closing.
12/12/06 A Jarvis	.30 Further correspondence with Compass regarding completion of APA.
12/12/06 D Monson	.20 Work on Compass Asset Purchase Agreement issues.
12/12/06 S Waterman	.40 Correspondence regarding schedules for asset purchase agreement.
12/12/06 G Winger	.60 Revise Assignment and Bill of Sale.
12/13/06 K Glade	.20 E-mail to A. Jarvis regarding Silver Point title work (0.2).
12/13/06 A Jarvis	.70 Telephone conference with G. Davis regarding confirmation hearing, open issues on APA.
12/13/06 A Jarvis	.30 Correspondence on completion of APA.
12/13/06 D Monson	.20 Review and respond to AWJ e-mail on title searches requested by Compass.
12/13/06 S Strong	.10 Review side letter to SP asset purchase agreement (.1).
12/13/06 S Strong	.30 Telephone conference with J. Reed regarding status of Compass APA (0.1); review email from A. W. Jarvis regarding same (0.1); email to J. Reed regarding same (0.1).
12/13/06 G Winger	3.40 Review and revise proposed Compass Asset Purchase Agreement.
12/14/06 A Jarvis	.40 Correspondence on APA.

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12/14/06 A Jarvis	.30 Correspondence with G. Winger regarding final changes to APA.
12/14/06 A Jarvis	.30 Correspondence on APA with committees.
12/14/06 A Jarvis	.20 Follow-up regarding Diversified Committee's issues with APA.
12/14/06 A Jarvis	.50 Correspondence with client and Compass regarding Diversified Committee's issues with APA.
12/14/06 A Jarvis	.30 Correspondence on finalizing APA.
12/14/06 A Jarvis	.50 Correspondence on final APA, execution of same.
12/14/06 A Jarvis	.30 Telephone conference with T. Allison regarding default interest issues, loan issues under APA, finalizing APA.
12/14/06 D Monson	.10 Review issues on Bay Pampano loan.
12/14/06 S Strong	.30 Review email from D. Holtzman with execution copy of APA and schedules (0.2); email to D. Holtzman regarding same (0.1).
12/14/06 S Tingey	.20 Work on APA issues (0.2).
12/14/06 G Winger	2.40 Negotiate revisions to side letter to APA.
12/15/06 A Jarvis	.80 Correspondence on completion of APA.
12/15/06 A Jarvis	.30 Calls to and from Weil regarding completion of APA.
12/15/06 B Kotter	.70 Assist in finalizing APA Schedules for A. W. Jarvis.
12/16/06 A Jarvis	.50 Correspondence on completing APA.
12/17/06 A Jarvis	.40 Correspondence on schedules to APA, finalizing APA.
12/17/06 A Jarvis	.50 Correspondence on finalizing APA, resolution of final issues.

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12/18/06 K Glade	.20 E-mail to J. Reed regarding source of title work conducted by Silver Point. (0.2).
12/18/06 A Jarvis	.50 Correspondence on filing of final APA, schedule of executory contracts.
12/18/06 B Kotter	.70 Work on finalizing APA schedules and agreement.
12/18/06 D Monson	.60 Phone call from J. Reed on Silver Point title work (0.1); review title work done by Silver Point (0.5).
12/18/06 D Monson	.40 Follow up on Bay Pampano title endorsement issues.
12/18/06 D Monson	.80 Review Asset Purchase Agreement for Compass filed with the Court.
12/18/06 S Strong	.60 Review signed APA and schedules and facilitate final filing (0.6).
12/18/06 S Tingey	.20 Review title information for assignment of policy regarding 6425 Gess (0.2).
12/18/06 S Tingey	.20 Review title information for assignment of policy regarding Shamrock (0.2).
12/18/06 S Tingey	.20 Review title information for assignment of policy regarding University Estates (0.2).
12/19/06 K Glade	.30 Review title work on First Trust Deed Fund portfolio (0.3).
12/19/06 D Monson	.20 Review payment of invoices from title companies (0.1); e-mail to J. Reed on Compass payment of invoices from title companies on title updates (0.1).
12/20/06 K Glade	.50 Review updated title reports in FTDF portfolio (0.5).
12/20/06 D Monson	.10 Review form of endorsement for Palm Harbor One Title policy.

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12/20/06 D Monson	.80 Review e-mails on Plan confirmation and draft Confirmation Order and analysis of likely schedule for closing with Compass (0.3); conference with AWJ and EAM on results of confirmation hearing and schedule for closing (0.4); discussions with K. Glade and S. Tingey on closing schedule for closing with Compass (0.1).
12/21/06 K Glade	.20 E-mail to A. Jarvis regarding closing details.
12/21/06 A Jarvis	.50 Correspondence regarding closing issues, confirmation order, timing.
12/21/06 D Monson	.20 Review closing details (0.2).
12/21/06 S Strong	.50 Review email from Compass requesting information regarding Lerin Hills motion (0.1); review motion regarding Lerin Hills and status of order (0.3); email to Compass counsel regarding same (0.1).
12/21/06 S Strong	2.00 Analysis of Standard Property, Copper Sage, and Binford Medical loans and debtors participation interests and fees (1.1); telephone conference with A. Brumby regarding language for proposed confirmation order regarding same (0.2); telephone conference with G. Davis and A. Brumby regarding same (0.3); draft alternative proposed language regarding same for confirmation order, and circulate to G. Davis, A. Brumby, A. W. Jarvis and E. Karasik for review (0.3); review follow-up emails regarding same (0.1).
12/21/06 S. Tingey	.70 Review closing issues and Compass APA provisions (0.4); revise Assignments and Allonges (0.3).
12/22/06 K Glade	.40 E-mails from A. Jarvis regarding Compass closing (0.2); review title updates (0.2).
12/22/06 A Jarvis	.40 Correspondence on closing documents.

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12/22/06 S Strong	.60 Review email from T. Lomazow regarding impact of Lerin Hills proposal on asset sale (0.1); telephone conference with A. W. Jarvis regarding same (0.1); email to T. Lomazow and G. Davis regarding status of proposed payout (0.1); telephone conference with G. Davis and T. Lomazow regarding same (0.1); confer with D. M. Monson regarding same (0.1); review follow-up emails from T. Lomazow and D. M. Monson regarding same (0.1).
12/23/06 A Jarvis	.50 Correspondence with internal group and with Compass regarding drafting of documents for closing.
12/26/06 K Glade	.20 Work on Compass closing (0.2).
12/26/06 E Monson	.30 Review e-mails from A. Loraditch, T. Allison and M. Levinson.
12/27/06 A Jarvis	.60 Telephone conference with G. Davis and T. Lomazow regarding resolution of confirmation order issues with Compass.
12/27/06 S Tingey	.40 Review assignments and allonges and transmit to J. Reed (0.4).
12/28/06 K Glade	.20 E-mail to A. Jarvis regarding Compass closing.
12/28/06 A Jarvis	.40 Correspondence regarding issues relating to closing of sale transaction.
12/28/06 D Monson	.30 E-mail to AWJ on closing issues with Compass closing (0.3).
12/28/06 S Tingey	.60 Communicate with J. Reed regarding Assignments and Allonges (0.2); memo to Compass regarding Assignments and Allonges (0.4).
12/29/06 A Jarvis	.30 Correspondence on closing issues with Compass, meeting regarding same.
12/29/06 D Monson	.30 Preparation of closing documents and conference call with Compass attorney (0.3).

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12/29/06 S Tingey 1.20 Communicate with A. W. Jarvis regarding
closing issues (0.2); conference with B.
Feldman regarding closing issues (0.2);
outline closing issues with Compass (0.8).

TOTAL FOR LEGAL SERVICES RENDERED

\$61,867.50